

MG01

V 0 5 5 8 4 2

13



iris
LASERFORM

Particulars of a mortgage or charge

A fee is payable with this form.

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page



What this form is for

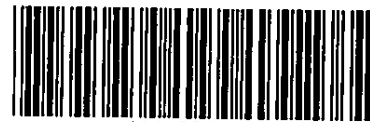
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form to
particulars of a charge for a
company. To do this, please
form MG01s

TUESDAY



A11QBQXC

A60

31/01/2012

#387

COMPANIES HOUSE

1

Company details

Company number

0 4 3 5 0 2 7 6

Company name in full

Peterborough Prison Management Limited
(the "Company")

For official use

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

d 2 d 7 m 0 m 1 y 2 y 0 y 1 y 2

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Mortgage (the Mortgage)

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

The Secured Obligations

"Secured Obligations" means all moneys, obligations and liabilities
due at any time, owing or incurred by the Company and/or
Peterborough Prison Management Holdings Limited (Holdco) to the
Secured Creditors or any of them under or pursuant to the Senior
Finance Documents when they become due for payment or
discharge

(see continuation page)

Continuation page

Please use a continuation page if
you need to enter more details

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name	The Royal Bank of Scotland plc (Security Trustee)							
Address	Level 5, 135 Bishopsgate, London							
Postcode	E	C	2	M		3	U	R
Name								
Address								
Postcode								

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars	<p>The Company, with full title guarantee, charges to the Security Trustee by way of legal mortgage as a continuing security for the payment and discharge of the Secured Obligations all its rights, title, benefit and interest in the Property, both present and future, from time to time subject to all Permitted Encumbrances existing in priority to the security interest granted to the Security Trustee</p> <p>The Mortgage contains a negative pledge</p> <p>Negative Pledge</p> <p>The Company undertakes with the Security Trustee that it shall not without prior written consent of the Security Trustee create or permit to subsist any encumbrance on or over any part or interest in the Property other than an encumbrance as contemplated by the Mortgage or a Permitted Encumbrance</p> <p>"Permitted Encumbrance" has the meaning given to it in the Credit Agreement (as defined below)</p> <p>"Property" means the land with title number CB270142 and buildings on the north side of Westfield Road, Peterborough, Cambridgeshire held under a lease dated 14 February 2003 and made between (1) Her Majesty's Principal Secretary of State for the Home Department (2) the Company and (3) UK Detention Services Limited (now known as Kalyx Limited) in respect of which UK Detention Services Limited (now known as Kalyx Limited) and the Company have transferred all their respective rights, title and interest to Sodexo Limited and the Company by a transfer dated 27 January 2012, together with all liens, charges, options, agreements, rights and interests in or over such property or the proceeds of sale of such property and all the buildings and fixtures thereon and all rights, easements and privileges appurtenant to, or benefiting the same</p>
-------------------	--

MG01

Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

Nil

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

X *Norton Rose LLP* X

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Clive Weston/Andy Wood

Company name Norton Rose LLP (Collect London Counters)

Address

Post town

County/Region

Postcode

Country

DX

Telephone +44 (0)20 7283 6000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

"Credit Agreement" means the credit agreement dated 14 February 2003 between, amongst others, the Company, the Royal Bank of Scotland plc as arranger, the Royal Bank of Scotland plc as agent, security trustee, account bank and hedging provider together with the lenders referred to therein

"Key Project Party" means the Company, HoldCo and each Shareholder, Sub-Contractor and Parent Company Guarantor (each as defined in the Credit Agreement)

"Secured Creditors" means the Security Trustee and any other person who is a party to the Credit Agreement from time to time (other than the Company) including the Lenders (as defined therein)

"Security Documents" means

- (a) the Debenture (as defined in the Credit Agreement),
- (b) the Floating Charge and Share Charge (as defined in the Credit Agreement), and
- (c) each other document entered into by any person in favour of the Security Trustee to secure the obligations of a Key Project Party under or in connection with the Senior Finance Documents

"Senior Finance Documents" means

- 1 the Accounts Agreement (as defined in the Credit Agreement),
- 2 the Credit Agreement,
- 3 the Direct Agreements (as defined in the Credit Agreement),
- 4 each Fee letter (as defined in the Credit Agreement),
- 5 the Hedging Agreements (as defined in the Credit Agreement),
- 6 the Intercreditor Agreement (as defined in the Credit Agreement), and
- 7 the Security Documents



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 4350276
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE DATED 27 JANUARY
2012 AND CREATED BY PETERBOROUGH PRISON
MANAGEMENT LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY AND/OR
PETERBOROUGH PRISON MANAGEMENT HOLDINGS LIMITED
TO THE SECURED CREDITORS OR ANY OF THEM UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE
31 JANUARY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 FEBRUARY
2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES